

RECORDATION NO. 23680-N FILED

JUL 13 '09 -3 15 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N W
SUITE 301
WASHINGTON, D.C.

ELIAS C ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20036

OF COUNSEL
URBAN A LESTER

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

July 13, 2009

Anne K. Quinlan, Esq.
Acting Secretary
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Trust Indenture Supplement 6D (CIT Rail Trust 2001-1D), dated as of July 13, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Trust Indenture and Security Agreement and the Memorandum of Trust Indenture ID previously filed with the Board under Recordation Number 23680-B and 23680-C, respectively.

The names and addresses of the parties to the enclosed document are:

- | | |
|----------------|---|
| Lessor: | Wells Fargo Bank Northwest, National Association
299 South Main Street, 12th Floor
Salt Lake City, Utah 84111 |
| Lessee: | The CIT Group/Equipment Financing, Inc.
30 South Wacker Drive
Suite 3000
Chicago, Illinois 60606 |

Anne K. Quinlan, Esq.
July 13, 2009
Page 2

A description of the railroad equipment covered by the enclosed document is:

1657 covered hopper railcars within the following series as more particularly set forth in the equipment schedule attached to the document:

CEFX 10000 – CEFX 10821
CEFX 11122 – CEFX 11285
CEFX 12122 – CEFX 12389
CEFX 12542 – CEFX 13219
CEFX 70000 – CEFX 70098 (inclusive)
CEFX 350015 – CEFX 350044 (except CEFX 350017)
TCMX 12127 – TCMX 12391
TCMX 12402 – TCMX 12541 (inclusive)
TCMX 350069 – TCMX 350074 (inclusive)

A short summary of the document to appear in the index is:

Trust Indenture Supplement 6D (CIT Rail Trust 2001-1D).

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bhs
Enclosures

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**TRUST INDENTURE SUPPLEMENT 6D
(CIT Rail Trust 2001-1D)****SURFACE TRANSPORTATION BOARD**

This Indenture Supplement 6D (CIT Rail Trust 2001-1D), dated as of July 13, 2009 (this "Indenture Supplement"), of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, not in its individual capacity except as expressly provided herein but solely as owner trustee (the "Owner Trustee") under the Trust Agreement (CIT Rail Trust 2001-1D), dated as of September 28, 2001 (the "Trust Agreement"), between the Owner Trustee in its individual capacity and, First Chicago Leasing Corporation, as Owner Participant.

WITNESSETH:

WHEREAS, Owner Trustee has granted to Manufacturers and Traders Trust Company, as Indenture Trustee (the "Indenture Trustee") a security interest in all of Owner Trustee's right, title and interest in those certain railcars identified on Schedule 1 attached hereto (the "Units"), other than Excepted Property, pursuant to the terms of the Trust Indenture and Security Agreement (CIT Rail Trust 2001-1D), dated as of September 28, 2001, as more fully identified on Schedule 2 attached hereto (the "Indenture"), evidence of which was filed with the Surface Transportation Board (the "STB") and the Registrar General of Canada, on such dates, and with respect to the STB, with such recordation numbers, as set forth on Schedule 3 hereto. Except as expressly provided herein the terms used herein are used with the meanings specified in the Indenture.

WHEREAS, in addition, other than Excepted Property, Owner Trustee has granted to the Indenture Trustee a security interest in the Equipment Lease Agreement (CIT Rail Trust 2001-1D) dated as of September 28, 2001, as more fully identified on Schedule 2 attached hereto (the "Lease"), evidence of which was filed with the STB and the Registrar General of Canada, on such dates, and with respect to the STB, with such recordation numbers, as set forth on Schedule 3 hereto.

WHEREAS, on the date hereof Owner Trustee entered into that certain Lease Supplement 6D (CIT Rail Trust 2001-1D) to the Lease ("Lease Supplement 6D") with The CIT Group/Equipment Financing, Inc. ("Lessee"), pursuant to which the Lessee assigned to Owner Trustee as security for Lessee's obligations under the Lease, Lessee's right, title and interest in, to and under all of Lessee's existing and future subleases with respect to the Units to the extent such subleases relate to Units subject to the Lease (the "Assigned Subleases").

NOW, THEREFORE, the Owner Trustee does hereby acknowledge and confirm that the Owner Trustee granted, sold, assigned, transferred, conveyed, mortgaged, pledged, charged and confirmed under the Indenture, a security interest in and mortgage lien on all right, title, interest, claims and demands of the Owner Trustee in, to and under Lease Supplement 6D and the Assigned Subleases (excluding, however, in each case any rights to Excepted Property thereunder), to the Indenture Trustee, its successors and assigns, for the benefit of the holders from time to time of such Equipment Notes, subject to the terms and conditions of the Indenture.

This Indenture Supplement or a counterpart or copy hereof or evidence hereof may be filed or recorded in any public office as may be necessary or appropriate to protect the interest of the Indenture Trustee herein, in Lease Supplement 6D and in the Assigned Subleases.

This Indenture Supplement shall be construed as supplemental to the Indenture and shall form a part of it, and the Indenture is hereby incorporated by reference herein and is hereby ratified, approved and confirmed.

The Owner Trustee wishes to show for public record this Indenture Supplement and accordingly has caused this Indenture Supplement to be executed by its officers thereunto duly authorized, as of the date first above written.

It is expressly agreed and understood that all representations, warranties and undertakings of Owner Trustee hereunder (except as expressly provided herein) shall be binding upon Owner Trustee only in its capacity as Owner Trustee under the Trust Agreement and in no case shall the Trust Company be personally liable for or on account of any statements, representations, warranties, covenants or obligations stated to be those of Owner Trustee hereunder.

*** * ***

Schedule 1
(Description of the Equipment)

Equipment Group	Number	Description/Type	Mark and Numbers
4	1,657	5100 and 5400 Covered Hopper Cars	See Schedule 1-A attached hereto

Schedule 1-A
(Marks / Numbers)

CEFX	10000	CEFX	10042	CEFX	10084	CEFX	10130
CEFX	10001	CEFX	10043	CEFX	10085	CEFX	10131
CEFX	10002	CEFX	10045	CEFX	10088	CEFX	10132
CEFX	10003	CEFX	10046	CEFX	10090	CEFX	10133
CEFX	10004	CEFX	10047	CEFX	10091	CEFX	10134
CEFX	10005	CEFX	10048	CEFX	10092	CEFX	10135
CEFX	10006	CEFX	10049	CEFX	10093	CEFX	10137
CEFX	10007	CEFX	10050	CEFX	10094	CEFX	10138
CEFX	10008	CEFX	10051	CEFX	10095	CEFX	10139
CEFX	10009	CEFX	10052	CEFX	10096	CEFX	10140
CEFX	10010	CEFX	10053	CEFX	10097	CEFX	10141
CEFX	10011	CEFX	10054	CEFX	10100	CEFX	10142
CEFX	10012	CEFX	10055	CEFX	10101	CEFX	10143
CEFX	10013	CEFX	10056	CEFX	10102	CEFX	10144
CEFX	10014	CEFX	10057	CEFX	10103	CEFX	10145
CEFX	10015	CEFX	10058	CEFX	10104	CEFX	10146
CEFX	10016	CEFX	10059	CEFX	10106	CEFX	10147
CEFX	10017	CEFX	10060	CEFX	10107	CEFX	10148
CEFX	10018	CEFX	10061	CEFX	10108	CEFX	10149
CEFX	10019	CEFX	10062	CEFX	10109	CEFX	10150
CEFX	10020	CEFX	10063	CEFX	10110	CEFX	10151
CEFX	10021	CEFX	10064	CEFX	10111	CEFX	10152
CEFX	10023	CEFX	10065	CEFX	10112	CEFX	10153
CEFX	10024	CEFX	10066	CEFX	10113	CEFX	10154
CEFX	10025	CEFX	10067	CEFX	10114	CEFX	10155
CEFX	10026	CEFX	10068	CEFX	10115	CEFX	10156
CEFX	10027	CEFX	10069	CEFX	10116	CEFX	10157
CEFX	10028	CEFX	10070	CEFX	10117	CEFX	10158
CEFX	10030	CEFX	10071	CEFX	10118	CEFX	10159
CEFX	10031	CEFX	10072	CEFX	10119	CEFX	10160
CEFX	10032	CEFX	10073	CEFX	10120	CEFX	10161
CEFX	10033	CEFX	10074	CEFX	10121	CEFX	10162
CEFX	10034	CEFX	10075	CEFX	10122	CEFX	10163
CEFX	10035	CEFX	10076	CEFX	10123	CEFX	10164
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CEFX	10037	CEFX	10078	CEFX	10125	CEFX	10166
CEFX	10038	CEFX	10079	CEFX	10126	CEFX	10168
CEFX	10039	CEFX	10080	CEFX	10127	CEFX	10169
CEFX	10040	CEFX	10081	CEFX	10128	CEFX	10170
CEFX	10041	CEFX	10083	CEFX	10129	CEFX	10171

CEFX	10172	CEFX	10217	CEFX	10261	CEFX	10307
CEFX	10173	CEFX	10218	CEFX	10262	CEFX	10308
CEFX	10174	CEFX	10219	CEFX	10263	CEFX	10309
CEFX	10175	CEFX	10220	CEFX	10264	CEFX	10310
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CEFX	10179	CEFX	10224	CEFX	10268	CEFX	10315
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CEFX	10181	CEFX	10226	CEFX	10270	CEFX	10317
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CEFX	10183	CEFX	10228	CEFX	10272	CEFX	10319
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CEFX	10196	CEFX	10241	CEFX	10288	CEFX	10334
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CEFX	10198	CEFX	10243	CEFX	10290	CEFX	10336
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CEFX	10201	CEFX	10246	CEFX	10293	CEFX	10339
CEFX	10202	CEFX	10247	CEFX	10294	CEFX	10340
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CEFX	10213	CEFX	10258	CEFX	10304	CEFX	10351
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CEFX	12566	CEFX	12611	CEFX	12657	CEFX	12703
CEFX	12567	CEFX	12612	CEFX	12658	CEFX	12704
CEFX	12568	CEFX	12613	CEFX	12659	CEFX	12705
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CEFX	12571	CEFX	12616	CEFX	12662	CEFX	12708
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CEFX	12584	CEFX	12630	CEFX	12677	CEFX	12722
CEFX	12585	CEFX	12631	CEFX	12678	CEFX	12723
CEFX	12586	CEFX	12632	CEFX	12679	CEFX	12724
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CEFX	12588	CEFX	12634	CEFX	12681	CEFX	12726
CEFX	12589	CEFX	12635	CEFX	12682	CEFX	12727
CEFX	12591	CEFX	12636	CEFX	12684	CEFX	12728
CEFX	12592	CEFX	12637	CEFX	12685	CEFX	12729

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CEFX	12761	CEFX	12805	CEFX	12851	CEFX	12894
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CEFX	12763	CEFX	12807	CEFX	12853	CEFX	12896
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CEFX	12768	CEFX	12813	CEFX	12858	CEFX	12901
CEFX	12769	CEFX	12814	CEFX	12859	CEFX	12902
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CEFX	12774	CEFX	12820	CEFX	12864	CEFX	12907

CEFX	12908	CEFX	12951	CEFX	12995	CEFX	13039
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CEFX	12910	CEFX	12953	CEFX	12997	CEFX	13041
CEFX	12911	CEFX	12954	CEFX	12998	CEFX	13042
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CEFX	12941	CEFX	12985	CEFX	13029	CEFX	70021
CEFX	12942	CEFX	12986	CEFX	13030	CEFX	70022
CEFX	12943	CEFX	12987	CEFX	13031	CEFX	70024
CEFX	12944	CEFX	12988	CEFX	13032	CEFX	70025
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CEFX	12946	CEFX	12990	CEFX	13034	CEFX	70027
CEFX	12947	CEFX	12991	CEFX	13035	CEFX	70029
CEFX	12948	CEFX	12992	CEFX	13036	CEFX	70030
CEFX	12949	CEFX	12993	CEFX	13037	CEFX	70031
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CEFX	70034	CEFX	70082	CEFX	350043	TCMX	12418
CEFX	70035	CEFX	70083	CEFX	350044	TCMX	12419
CEFX	70036	CEFX	70084	TCMX	12127	TCMX	12420
CEFX	70037	CEFX	70085	TCMX	12132	TCMX	12421
CEFX	70038	CEFX	70086	TCMX	12145	TCMX	12422
CEFX	70039	CEFX	70087	TCMX	12149	TCMX	12423
CEFX	70040	CEFX	70089	TCMX	12165	TCMX	12424
CEFX	70041	CEFX	70090	TCMX	12185	TCMX	12425
CEFX	70042	CEFX	70091	TCMX	12194	TCMX	12426
CEFX	70043	CEFX	70092	TCMX	12200	TCMX	12427
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CEFX	70050	CEFX	350015	TCMX	12305	TCMX	12434
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CEFX	70056	CEFX	350022	TCMX	12364	TCMX	12440
CEFX	70057	CEFX	350023	TCMX	12367	TCMX	12441
CEFX	70058	CEFX	350024	TCMX	12384	TCMX	12442
CEFX	70060	CEFX	350025	TCMX	12387	TCMX	12443
CEFX	70062	CEFX	350026	TCMX	12391	TCMX	12444
CEFX	70063	CEFX	350027	TCMX	12402	TCMX	12445
CEFX	70064	CEFX	350028	TCMX	12403	TCMX	12446
CEFX	70065	CEFX	350029	TCMX	12404	TCMX	12447
CEFX	70067	CEFX	350030	TCMX	12405	TCMX	12448
CEFX	70068	CEFX	350031	TCMX	12406	TCMX	12449
CEFX	70069	CEFX	350032	TCMX	12407	TCMX	12450
CEFX	70070	CEFX	350033	TCMX	12408	TCMX	12451
CEFX	70071	CEFX	350034	TCMX	12409	TCMX	12452
CEFX	70072	CEFX	350035	TCMX	12410	TCMX	12453
CEFX	70073	CEFX	350036	TCMX	12411	TCMX	12454
CEFX	70074	CEFX	350037	TCMX	12412	TCMX	12455
CEFX	70075	CEFX	350038	TCMX	12413	TCMX	12456
CEFX	70076	CEFX	350039	TCMX	12414	TCMX	12457
CEFX	70077	CEFX	350040	TCMX	12415	TCMX	12458
CEFX	70079	CEFX	350041	TCMX	12416	TCMX	12459
CEFX	70080	CEFX	350042	TCMX	12417	TCMX	12460

TCMX	12461	TCMX	12492	TCMX	12523	CEFX	10328
TCMX	12462	TCMX	12493	TCMX	12524	CEFX	10343
TCMX	12463	TCMX	12494	TCMX	12525	CEFX	10382
TCMX	12464	TCMX	12495	TCMX	12526	CEFX	10394
TCMX	12465	TCMX	12496	TCMX	12527	CEFX	10420
TCMX	12466	TCMX	12497	TCMX	12528	CEFX	11199
TCMX	12467	TCMX	12498	TCMX	12529	CEFX	11253
TCMX	12468	TCMX	12499	TCMX	12530	CEFX	12136
TCMX	12469	TCMX	12500	TCMX	12531	CEFX	12144
TCMX	12470	TCMX	12501	TCMX	12532	CEFX	12221
TCMX	12471	TCMX	12502	TCMX	12533	CEFX	12275
TCMX	12472	TCMX	12503	TCMX	12534	CEFX	12590
TCMX	12473	TCMX	12504	TCMX	12535	CEFX	12606
TCMX	12474	TCMX	12505	TCMX	12536	CEFX	12747
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TCMX	12480	TCMX	12511	TCMX	350069	CEFX	70028
TCMX	12481	TCMX	12512	TCMX	350070	CEFX	70032
TCMX	12482	TCMX	12513	TCMX	350071	CEFX	70059
TCMX	12483	TCMX	12514	TCMX	350072	CEFX	70061
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TCMX	12485	TCMX	12516	TCMX	350074	CEFX	70078
TCMX	12486	TCMX	12517	CEFX	10029	CEFX	70081
TCMX	12487	TCMX	12518	CEFX	10105	CEFX	70088
TCMX	12488	TCMX	12519	CEFX	10136	CEFX	12560
TCMX	12489	TCMX	12520	CEFX	10167		
TCMX	12490	TCMX	12521	CEFX	10254		
TCMX	12491	TCMX	12522	CEFX	10276		

Schedule 2
(Description of the Indenture and the Lease)

Trust Indenture and Security Agreement (CIT Rail Trust 2001-1D), as supplemented by that certain Trust Indenture Supplement 1D (CIT Rail Trust 2001-1D), each dated as of September 28, 2001, as amended pursuant to that certain Pass Through Trustee and Amendment Letter Agreement dated as of November 7, 2001, as further supplemented by that certain Trust Indenture Supplement 2D (CIT Rail Trust 2001-1D) dated as of April 30, 2004, Trust Indenture Supplement 3D (CIT Rail Trust 2001-1D) dated as of August 25, 2004, Trust Indenture Supplement 4D (CIT Rail Trust 2001-1D) dated March 30, 2005 and Trust Indenture Supplement 5D (CIT Rail Trust 2001-1D) dated as of June 5, 2009

Equipment Lease Agreement (CIT Rail Trust 2001-1D), as supplemented by that certain Lease Supplement 1D (CIT Rail Trust 2001-1D), each dated as of September 28, 2001, as amended pursuant to that certain Pass Through Trustee and Amendment Letter Agreement dated as of November 7, 2001, as further supplemented by that certain Lease Supplement 2D (CIT Rail Trust 2001-1D) dated as of April 30, 2004, Lease Supplement 3D (CIT Rail Trust 2001-1D) dated as of August 25, 2004, Lease Supplement 4D (CIT Rail Trust 2001-1D) dated March 30, 2005 and Lease Supplement 5D (CIT Rail Trust 2001-1D) dated as of June 5, 2009

Schedule 3
(Filing Information)

A (t) Memorandum of Trust Indenture and Security Agreement (CIT Rail Trust 2001-1D) was filed with (i) the Surface Transportation Board on September 27, 2001 at 3:42 p.m. under recordation number 23680-B, and (ii) the Registrar General of Canada on September 28, 2001, (u) Memorandum of Trust Indenture Supplement 1D (CIT Rail Trust 2001-1D) was filed with (i) the Surface Transportation Board on September 27, 2001 at 3:49 p.m. under recordation number 23680-C, and (ii) the Registrar General of Canada on September 28, 2001, (v) Trust Indenture Supplement 2D (CIT Rail Trust 2001-1D) was filed with (i) the Surface Transportation Board on April 30, 2004 at 3:20 p.m. under recordation number 23680-E, and (ii) the Registrar General of Canada on April 30, 2004, (w) Trust Indenture Release 1D (CIT Rail Trust 2001-1D) was filed with (i) the Surface Transportation Board on April 30, 2004 at 3:29 p.m. under recordation number 23680-F, and (ii) the Registrar General of Canada on April 30, 2004, (x) Trust Indenture Supplement 3D (CIT Rail Trust 2001-1D) was filed with (i) the Surface Transportation Board on August 25, 2004 at 12:51 p.m. under recordation number 23680-H, and (ii) the Registrar General of Canada on August 25, 2004, (y) Trust Indenture Supplement 4D (CIT Rail Trust 2001-1D) was filed with (i) the Surface Transportation Board on May 18, 2005 at 12:09 p.m. under recordation number 23680-J, and (ii) the Registrar General of Canada on May 17, 2005, and (z) Trust Indenture Supplement 5D (CIT Rail Trust 2001-1D) was filed with (i) the Surface Transportation Board on June 16, 2009 at 2:00 under recordation number 23680-L, and (ii) the Registrar General of Canada on June 16, 2009

A (u) Memorandum of Equipment Lease Agreement (CIT Rail Trust 2001-1D) was filed with (i) the Surface Transportation Board on September 27, 2001 at 3:29 p.m. under recordation number 23680, and (ii) the Registrar General of Canada on September 28, 2001, and (v) Memorandum of Lease Supplement 1D (CIT Rail Trust 2001-1D) was filed with (i) the Surface Transportation Board on September 27, 2001 at 3:39 p.m. under recordation number 23680-A, and (ii) the Registrar General of Canada on September 28, 2001, (w) Lease Supplement 2D (CIT Rail Trust 2001-1D) was filed with (i) the Surface Transportation Board on April 30, 2004 at 3:12 p.m. under recordation number 23680-D, and (ii) the Registrar General of Canada on April 30, 2004, (x) Lease Supplement 3D (CIT Rail Trust 2001-1D) was filed with (i) the Surface Transportation Board on August 25, 2004 at 12:39 p.m. under recordation number 23680-G, and (ii) the Registrar General of Canada on August 25, 2004, (y) Lease Supplement 4D (CIT Rail Trust 2001-1D) was filed with (i) the Surface Transportation Board on May 18, 2005 at 12:00 p.m. under recordation number 23680-I, and (ii) the Registrar General of Canada on May 17, 2005, and (z) Lease Supplement 5D (CIT Rail Trust 2001-1D) was filed with (i) the Surface Transportation Board on June 16, 2009 at 2:00 p.m. under recordation number 23680-K, and (ii) the Registrar General of Canada on June 16, 2009

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 7/13/09



Robert W. Alvord